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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

**Hearing Date:** October 19, 2006  
**Time:** 10:00 a.m.  
**Objection Deadline:** October 12, 2006  
4:00 p.m.  
(Prevailing Eastern Time)

**SECOND INTERIM FEE APPLICATION OF  
BLAKE, CASSELS & GRAYDON LLP AS CANADIAN COUNSEL FOR  
DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER  
11 U.S.C. §§330 AND 331**

Name of Applicant:	Blake, Cassels & Graydon LLP
Authorized to Provide Professional Services to:	Delphi Corporation and Affiliated Debtors
Date of Retention Order:	May 15, 2006 effective <i>nunc pro tunc</i> to January 9, 2006
Period for Which Compensation and Reimbursement are Sought:	February 1 to May 31, 2006
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	Cdn\$114,477.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	Cdn\$2,875.19
Prior Amounts Requested and/or Paid to Date:	Cdn\$74,090.52

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DEBTORS FOR ALLOWANCE AND PAYMENT OF INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER  
11 U.S.C. §§330 AND 331**

Blake, Cassels & Graydon LLP ("Blakes"), Canadian counsel for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), submits this second interim fee application (the "Fee Application"), pursuant to 11 U.S.C. §§330 and 331, seeking interim allowance and payment of compensation for professional services rendered by Blakes for the period from February 1 to May 31, 2006 (the "Compensation Period"), and for reimbursement of actual and necessary expenses incurred in connection with such services during the Compensation Period. In support of this Fee Application, Blakes represents as follows:

**Background**

1. On October 8, 2005 (the "Petition Date"), Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under

chapter 11 of title 11 of the United States Code, 11 U.S.A. §§ 101-1330, as amended (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.

3. The Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

#### **Retention of Blakes**

5. On April 21, 2006, the Debtors applied to this Court for an order approving the retention of Blakes as Canadian counsel, effective *nunc pro tunc* to January 9, 2006 (the “Retention Application”).

6. On May 15, 2006, this Court entered an order (the “Retention Order”), authorizing the Debtors to employ Blakes as their Canadian counsel under the terms set forth in the Retention Application.

7. In the Retention Application, the Debtors disclosed that Blakes’ fees for professional services are based on its standard hourly rates, which are subject to periodic increases in the normal course of Blakes’ business, and reimbursement of charges and disbursements.

#### **Summary of Requested Professional Compensation and Reimbursement of Expenses**

8. This Fee Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New

York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines”); and (c) the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated March 8, March 28, May 5 and July 12, 2006 (collectively, the “Interim Compensation Order”, collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

9. By this Fee Application, Blakes respectfully requests interim allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of Cdn\$114,477.50, and reimbursement of necessary expenses incurred in connection with the rendering of such services, in the amount of Cdn\$2,875.19.

10. Blakes believes that the services rendered have conferred significant benefit on the bankruptcy estates. Further, Blakes believes that its billing rates are reasonable and are consistent with customary rates charged by similar firms.

11. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all of Blakes’ timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each such timekeeper, the aggregate number of hours and the fees billed therefor, and the year of call for each partner or associate.

12. Pursuant to the Guidelines, annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Blakes is seeking reimbursement and the total amount for each such expense category.

13. Blakes has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these cases.

**Services Performed**

14. During the Compensation Period, Blakes has worked closely with the Debtors and their advisors in, among other things, negotiating and drafting necessary contracts and agreements to ensure that a key Canadian parts supplier continues to ship critical parts to the Debtors and monitoring the arbitration proceedings between the supplier and the former owner of the business.

15. Blakes created three different matter numbers to which its professionals assigned the time billed by them in connection with the services provided to the Debtors. These matters are titled "Supplier Matters", "Litigation" and "Fee Applications". All of Blakes' professionals keep a detailed record of the time spent rendering such services and separated tasks in billing increments of one-tenth of an hour. All matters are billed based upon the actual hours worked and the applicable hourly rates.

16. The services provided during the Compensation Period for Supplier Matters include negotiating the continued uninterrupted supply of critical parts from a troubled supplier of the Debtors as well as negotiating and preparing a long-term supply contract and ancillary agreements. The detailed time entries for these services are included in the invoices for Supplier Matters attached as **Exhibit D**. For this matter, Blakes professionals expended 99.1 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$50,653.00.

17. The services provided during the Compensation Period for Litigation include monitoring the arbitration proceedings between the supplier and the former owner of the business. The detailed time entries for these services are included in the invoices for Litigation attached as **Exhibit E**. Blakes professionals expended 46.3 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$31,588.50.

18. Blakes is also seeking compensation for the time spent during the Compensation Period on the finalization of the retention application materials and the preparation of the monthly fee statements and interim fee application for the period ended January 31, 2006. The detailed time entries for the time spent on the retention application and fee statement and application materials are included in the invoices for Fee Applications attached

as **Exhibit F**. Blakes professionals expended 117.8 hours during the Compensation Period for which Blakes seeks compensation of Cdn\$32,236.00.

19. Blakes has served its monthly fee statements for each of the above-noted matters on (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq., (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg Esq., (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Marlane Melican, Esq. In addition, the fee statements for the month of May were also served on the following members of the Fee Committee not included above: i) John D. Sheehan, Vice President and Chief Restructuring Officer, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; and ii) Valeria Venable, Credit Manager, GE Plastics, Americas, 9930 Kincey Avenue, Huntersville, North Carolina 28078. As of the date of this Fee Application, no objections to the monthly fee statements have been raised.

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Fee Application or did not appear in the monthly statements annexed as Exhibits D, E or F, Blakes reserves the right to request additional compensation for such services and reimbursement for such expenses in future fee applications.

#### **Statutory Basis for Relief Sought**

21. Blakes seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Debtors during the Compensation Period. Section 330(a)(1) of the Bankruptcy Code provides that the Bankruptcy Court may award (a) reasonable compensation for actual, necessary services rendered by the

trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and (b) reimbursement for actual, necessary expenses. Section 330(a)(3)(A) provides as follows:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed; and (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

22. Section 331 governs the allowance of interim compensation to professionals and provides:

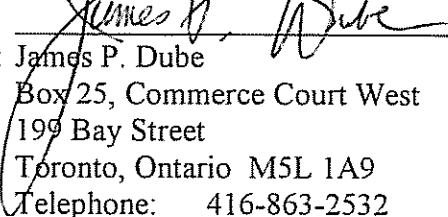
... any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

23. The services for which Blakes seeks compensation and the expenses for which Blakes seeks reimbursement in this Fee Application were necessary for and beneficial to the Debtors' estates and their rehabilitation and reorganization efforts. The compensation requested is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest. As a result, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

WHEREFORE, Blakes respectfully requests that the Court enter an order  
(a) approving and allowing Blakes' Fee Application for professional services rendered as  
Canadian counsel for the Debtors during the Compensation Period in the amount of  
Cdn\$114,477.50, plus reimbursement of actual and necessary expenses incurred in the amount of  
Cdn\$2,875.19; (b) authorizing and directing the Debtors to pay to Blakes the total amount of  
Cdn\$117,352.69, or the difference between the amount allowed herein and the amounts  
previously paid to Blakes; and (c) granting such other and further relief as is just and/or proper.

Dated: Toronto, Ontario, Canada  
July 31, 2006

**BLAKE, CASSELS & GRAYDON LLP**  
Canadian Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession

Per:   
Name: James P. Dube  
Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario M5L 1A9  
Telephone: 416-863-2532  
Facsimile: 416-863-2563  
Email: jim.dube@blakes.com



**EXHIBIT A**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

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Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

**Hearing Date:** October 19, 2006  
**Time:** 10:00 a.m.  
**Objection Deadline:** October 12, 2006  
4:00 p.m.  
(Prevailing Eastern Time)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND  
INTERIM FEE APPLICATION OF BLAKE, CASSELS & GRAYDON LLP  
FOR ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

I, James P. Dube, hereby certify that:

1. I am a Partner of Blake, Cassels & Graydon LLP ("Blakes") and am working closely with Susan Grundy, the partner at Blakes with responsibility for the chapter 11 cases of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and in respect of compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"); and (c) the Order Under 11 U.S.C. § 331 Establishing

Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 as amended by the supplemental orders dated March 8, March 28, May 5 and July 12, 2006 (collectively, the "Interim Compensation Order", collectively with the Local Guidelines and the UST Guidelines, the "Guidelines").

2. This certification is made in respect of Blakes' Second Interim Fee Application, dated July 31, 2006 (the "Fee Application"), for allowance of interim compensation and reimbursement of expenses for the period commencing February 1, 2006 through to and including May 31, 2006, in accordance with the Guidelines.

3. I have read the Fee Application and have approved it for service and filing with the Court.

4. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall with the Local Guidelines.

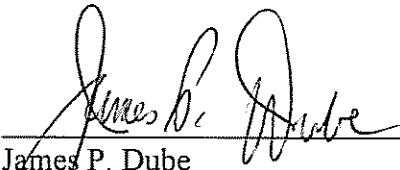
5. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Blakes and generally accepted by Blakes' clients.

6. Blakes has complied with the provisions of the Local Guidelines and the Interim Compensation Order by providing monthly statements of Blakes' fees and disbursements accrued during the previous month to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP; (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above.

7. In accordance with the Local Guidelines and the Interim Compensation Order, a copy of the Fee Application is being provided to (i) the Debtors; (ii) Skadden, Arps, Slate, Meagher & Flom LLP; (iii) the Office of the United States Trustee for the Southern District of New York; (iv) counsel for the Official Committee of Unsecured Creditors, Latham &

Watkins LLP; (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP; (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell; and (vii) members of the Fee Committee not included above. Notice of the filing of the Fee Application is also being sent to those parties listed on the "Master Service List" and the "2002 List" found on the Delphi legal information website ([www.delphidocket.com](http://www.delphidocket.com)).

Dated: Toronto, Ontario, Canada  
July 31, 2006



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James P. Dube  
**BLAKE, CASSELS & GRAYDON LLP**  
Barristers and Solicitors  
Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario M5L 1A9  
Telephone: 416-863-2532  
Facsimile: 416-863-2563  
Email: [jim.dube@blakes.com](mailto:jim.dube@blakes.com)

**EXHIBIT B**

**SUMMARY OF TIMEKEEPERS, HOURS AND HOURLY RATES  
(February 1 to May 31, 2006)**

<b>Timekeeper</b>	<b>Title</b>	<b>Yr. of Call</b>	<b>Hrly Rate (Cdn)</b>	<b># of Hours</b>	<b>Fees Billed (Cdn)</b>
Dube, Jim	Partner	1969	\$720.00	36.4	\$ 26,208.00
Grundy, Susan	Partner	1980	\$775.00	45.6	35,340.00
Kushnir, Amanda	Associate	2002	\$400.00	33.1	13,240.00
McGraw, Michael	Associate	2002	\$400.00	.3	120.00
Noseworthy, David	Student	N/A	\$170.00	8.0	1,360.00
Oliveira, Jennifer	Search Clerk	N/A	N/A	N/A	35.00
Park, Karen	Associate	2003	\$365.00	36.7	13,395.50
Thompson, Nancy	Paralegal	N/A	\$240.00	103.1	24,744.00
Thornton, Jessica	Search Clerk	N/A	N/A	N/A	35.00
<b>Totals:</b>				<b>263.2</b>	<b>\$114,477.50</b>

**EXHIBIT C**

**SUMMARY OF EXPENSES  
(February 1 to May 31, 2006)**

<b>Category</b>	<b>Amount</b>
Catering, Meals, etc.	\$ 160.10
Courier	972.52
Duplicating	454.75
Government Fees	16.00
PPSA Search	46.00
Profile Report – Online	36.00
Provincial Tax on Disbursements	8.55
Staff Overtime	960.72
Telephone/Facsimile	209.23
Transportation	<u>11.32</u>
<b>Total</b>	<b>\$2,875.19</b>

# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

**INVOICE**  
Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

March 13, 2006

Invoice: 1213976  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000002

Attention: Charles E. Brown

## Re: Supplier Matters

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended February 28, 2006, as  
follows:

Total Fees	\$ 47,226.50
Total Disbursements	1,311.47
Total Due in Canadian Currency	\$ 48,537.97 CAD
This invoice may be paid in U.S. Currency: <b><u>\$ 43,727.90 USD</u></b>	

<b>CAD Wiring Instructions:</b> Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213976	<b>USD Wiring Instructions:</b> Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213976
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213976

## Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/01/06	Dube, Jim	Office conference with S. Grundy regarding progress on negotiations (.3); reviewing text of interim agreement to be signed pending Delphi Credit Committee approval/Carter authorization proceedings, and providing S. Grundy with my comments on text (.5); further reviewing provisions in draft supply contract relating to service/replacement parts, and discussing same with S. Grundy and A. Kushnir (.5); engaged reviewing e-mails with client representatives (.2).	1.5	720.00	\$ 1,080.00
02/01/06	Grundy, Susan	Considering issues and drafting proposal regarding interim arrangements pending deal approval (3.9); telephone calls from J. Coldwell and J. Spiegelman regarding response (.1); emails with K. Craft and C. Brown regarding interim proposal (.3); reviewing and commenting on revised draft long term contract and ancillary documents (.8); preparing recommendation to clients regarding 208 requests regarding service parts commitment (.6).	5.7	775.00	4,417.50
02/01/06	Kushnir, Amanda	Revising long term contract, access agreement and lender consent (4.2); various discussions with S. Grundy and J. Dube (2.0); reviewing interim agreement proposal and providing comments re	7.2	400.00	2,880.00

# BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		same (1.0).			
02/01/06	Oliveira, Jennifer	Conducting PPSA Search for K. Park on January 16 in regard to Valad Investments Inc.		0.00	35.00
02/02/06	Grundy, Susan	Reviewing proposed service parts arrangement and reporting to clients (.3); several telephone calls to C. Brown and P. Murtagh regarding interim arrangements (.5); telephone call to J. Spiegelman regarding agreements (.1); revising interim agreement (.9); further discussions with P. Murtagh (.3); emails with K. Craft (.2); revising interim agreement (.3).	2.6	775.00	2,015.00
02/02/06	Kushnir, Amanda	Discussion with S. Grundy re service/replacement parts (.4); reviewing various correspondence re same (.4); revising and circulating agreements (1.0); reviewing letter agreement (.4); call from J. Coldwell re comments from B. Carter's counsel (.4); reviewing revised letter agreement from J. Coldwell (.4).	3.0	400.00	1,200.00
02/03/06	Grundy, Susan	Reviewing revisions to agreements (.4); conference call with C. Brown, K. Craft and P. Murtagh (.6); instructions to A. Kushnir (.2); telephone call from J. Spiegelman and S. Goldman (.8); reviewing amended agreements (.2); telephone call from L. Amato-Gauci regarding comments on agreements (.8); reporting to clients and email to L. Amato-	3.3	775.00	2,557.50



# BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Gauci (.3).			
02/03/06	Kushnir, Amanda	Reviewing specifications (.2); conference call with C. Brown and K. Craft regarding documents (1.3); various emails from S. Grundy regarding supply of material and Carter issues (.2); reviewing letter from Carter to Delphi (.3); various discussion with S. Grundy and J. Dube regarding agreements (.3).	2.3	400.00	920.00
02/04/06	Grundy, Susan	Responding to emails from L. Amato-Gauci and J. Dube (.1).	0.1	775.00	77.50
02/05/06	Grundy, Susan	Reviewing proposed amendments, responding to L. Amato-Gauci (.5); reviewing all agreements, and reporting on issues to clients (2.9).	3.4	775.00	2,635.00
02/05/06	Park, Karen	Receive, review and respond to email from S. Grundy regarding finalizing long-term contract and related agreements (.2); review emails exchanged between S. Grundy and L. Amato-Gauci, and S. Grundy and client, regarding negotiated terms of agreements (.3); receive, review and respond to email from S. Grundy regarding question of security over IP rights (1.0).	1.5	365.00	547.50
02/06/06	Grundy, Susan	Conference call with K. Craft and C. Brown (.6); instructing K. Park regarding revisions to agreements (.2); telephone call from J. Coldwell (.1); reviewing revisions (.3); followup with C. Brown (.2); revising agreements to deal more completely with interim arrangements (1.1); telephone	3.4	775.00	2,635.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		call from J. Spiegelman (.1); email to Spiegelman et al (.3); further corrections to agreements (.5).			
02/06/06	Park, Karen	Conference call with S. Grundy, C. Brown, K. Craft regarding draft agreements and receive instructions from S. Grundy (1.4); receive and review emails exchanged between S. Grundy and K. Craft regarding proposed language for Long Term Contract regarding "Substituted Products" (.3); review draft Long Term Contract, Intercreditor Agreement, Access and Security Agreement and General Terms and markups thereon by S. Grundy and make revisions (2.8); draft and circulate Lenders' Acknowledgement and draft interim intercreditor agreement (2.0); prepare closing agenda and folders (.6).	7.1	365.00	2,591.50
02/07/06	Grundy, Susan	Telephone call from C. Brown (.1); telephone call from J. Coldwell (.2) telephone call to C. Brown and K. Craft (.4) several telephone call from J. Coldwell and reporting to clients (1.7) reviewing draft interim access agreement (.6) reviewing draft interim intercreditor agreement (.2); reviewing further revisions requested by 208 (.2).	3.4	775.00	2,635.00
02/07/06	Park, Karen	Draft interim access agreement and circulate to S. Grundy (2.0); draft closing checklist (1.0); draft interim intercreditor agreement and circulate to S. Grundy (2.0);	11.0	365.00	4,015.00

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		receive and review comments from S. Grundy and make revisions accordingly (.2); circulate drafts to counsel for Supplier and Lenders and client (.3); receive and review comments from Aird & Berlis regarding interim agreements (.5); draft acknowledgement and circulate to S. Grundy with covering email (1.5); receive and review comments and make revisions to draft acknowledgement (.5); instruction to N. Thompson regarding PPSA search (.2); revise interim agreement (.3); review MOA and compose email to S. Grundy (.7)			
02/08/06	Dube, Jim	E-mail concerning notice issue on expiry of interim agreement (.2); office conference with S. Grundy regarding same (.3); reviewing draft current version of interim agreement and suggesting changes to same and discussing same with S. Grundy (.6); reviewing further e-mail during day regarding contract issues (.4).	1.5	720.00	1,080.00
02/08/06	Grundy, Susan	Reporting to clients on termination issues (.4); commenting on agreements (.2); calls with C. Brown, K. Craft and P. Murtagh regarding comments on agreements and specification issues (1.4); telephone call from J. Coldwell (.2); revisions to interim agreements (.4); instructions to K. Park (.2).	2.8	775.00	2,170.00
02/08/06	Thompson, Nancy	Receiving instructions from K. Park (.2); arranging for PPSA search of 2088343 Ontario Limited, reviewing results of	0.4	240.00	96.00

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		same and preparing summary; (.1) e-mail message to K. Park. (.1)			
02/09/06	Grundy, Susan	Reviewing revised agreements from J. Coldwell (.4); followup re comments (.2); several discussions with K. Park regarding terms proposed by L. Amato Gauci (.7).	1.3	775.00	1,007.50
02/09/06	Park, Karen	Receive and review comments from S. Grundy regarding creditor's acknowledgement (.2); telephone conversations, and voicemails exchanged, with L. Amato-Gauci regarding language in acknowledgement and interim access agreement (.7); update email to S. Grundy regarding language (.4); discussion with S. Grundy and telephone conversation with L. Amato-Gauci (.4); revise agreements (.5); telephone conversation with C. Brown and P. Murtagh regarding specs and Exhibit B and follow-up email to S. Grundy analyzing issue (3.3).	5.5	365.00	2,007.50
02/09/06	Thompson, Nancy	Reviewing certified results of PPSA search for 2088343 Ontario Limited (.2); e-mail message to K. Park confirming certified results match verbal results previously received (.1).	0.3	240.00	72.00
02/10/06	Grundy, Susan	Calls from L. Amato Gauci (.2); several calls discussing specification issues and alternatives with K. Craft, C. Brown, P. Murtagh and M. Bauman (1.2); conference call with Topolinski, Cousineau et al (.5).	1.9	775.00	1,472.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
 Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/10/06	Park, Karen	Discussion with S. Grundy (.2); receive and review emails with Aird & Berlis regarding Exhibit B to Long-Term Contract (.2).	0.4	365.00	146.00
02/13/06	Grundy, Susan	Meeting with A. Kushnir re finalization of materials (.1); followup with C. Brown (.1); reviewing latest comments from 208 (.1).	0.3	775.00	232.50
02/13/06	Kushnir, Amanda	Discussion with S. Grundy re update (.2); reviewing email regarding specs (.3); discussion with K. Park re status (.4); revising and finalizing supplier documents for execution (1.8); email to working group re same (.2).	2.9	400.00	1,160.00
02/13/06	Park, Karen	Receive and review emails circulated with Aird & Berlis regarding execution documents (.5).	0.5	365.00	182.50
02/14/06	Grundy, Susan	Telephone call to C. Brown (.1); confirmation to A. Kushnir regarding previously agreed changes (.1).	0.2	775.00	155.00
02/14/06	Kushnir, Amanda	Various email correspondence with working group regarding supply documents (.3); finalizing and circulating execution versions (.9); various discussions with S. Grundy regarding same (.3).	1.5	400.00	600.00
02/14/06	Park, Karen	Receive and review emails circulated with Aird & Berlis regarding execution documents (.4); discussion with A. Kushnir regarding clause in Long-Term Contract (.2).	0.6	365.00	219.00
02/15/06	Grundy, Susan	Followup regarding finalization of agreements (.1).	0.1	775.00	77.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
 Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/15/06	Grundy, Susan	Telephone call from C. Brown (.2); conference call regarding Martinrea (1.2); followup call with C. Brown (.2); reviewing standard terms and considering regarding reasonable notice issues (.5).	2.1	775.00	1,627.50
02/15/06	Kushnir, Amanda	Telephone discussion with C. Brown and C. Murtagh (.4); circulating execution documents (.3); various email correspondence with J. Coldwell and L. Amato Gauci re same (.4); email correspondence with S. Grundy regarding same (.2); revising intercreditor agreements (.5).	1.8	400.00	720.00
02/15/06	McGraw, M. P.	Discussing supply and contract issue regarding Martinrea with S. Grundy (.1); reviewing previous submissions regarding supply and contract issue with another client (.2).	0.3	400.00	120.00
02/15/06	Park, Karen	Receive and review emails circulated with Aird & Berlis regarding execution documents (.4).	0.4	365.00	146.00
02/15/06	Thornton, Jessica	Conducting Corporate Search for S. Grundy in regard to Martinrea International Inc.		0.00	35.00
02/16/06	Dube, Jim	Office conference with S. Grundy regarding contract issue (.3).	0.3	720.00	216.00
02/16/06	Grundy, Susan	Reviewing email from D. Noseworthy regarding results of research (.3).	0.3	775.00	232.50
02/16/06	Kushnir, Amanda	Circulating executed copies of agreements (.3).	0.3	400.00	120.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
 Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/16/06	Noseworthy, David	Reading email from S. Grundy (.1); answering follow-up questions and discussing memorandum (.2).	0.3	170.00	51.00
02/17/06	Grundy, Susan	Instructions to D. Noseworthy regarding reasonable notice issues (.2).	0.2	775.00	155.00
02/17/06	Noseworthy, David	Discussions with S. Grundy relating to issue of "reasonable notice" (.2); searching Words and Phrases for discussion of reasonable notice (.3); searching for secondary materials discussing issue of reasonable notice (1.3); researching caselaw on reasonable notice(1.8).	3.6	170.00	612.00
02/18/06	Noseworthy, David	Continuing research on reasonable notice to terminate supply arrangement (2.1); drafting email memorandum to S. Grundy (1.6).	3.7	170.00	629.00
02/20/06	Grundy, Susan	Reviewing materials regarding reasonable notice issues (.2); reporting to C. Brown (.2).	0.4	775.00	310.00
02/20/06	Noseworthy, David	Reviewing cases on "reasonable notice" (.2); responding to email from S. Grundy; discussing test from Clarke, Irwin decision with S. Grundy (.2).	0.4	170.00	68.00
02/22/06	Grundy, Susan	Telephone call from K. Craft and C. Brown (.1).	0.1	775.00	77.50
02/23/06	Kushnir, Amanda	Preparing record book for transaction with 208 (.5); email to S. Grundy re same (.1).	0.6	400.00	240.00
02/24/06	Kushnir, Amanda	Preparing record book in respect of interim supply arrangements (.4).	0.4	400.00	160.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213976

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/28/06	Grundy, Susan	Email regarding proposed Carter redemption (.1); reviewing agreements (.2); conference call with K. Craft and P. Murtagh (.2).	0.5	775.00	387.50
02/28/06	Kushnir, Amanda	Finalizing record book re interim arrangements and sending same to C. Brown (1.0).	1.0	400.00	400.00

**Total Fees for this Matter****\$ 47,226.50****Matter Timekeeper Summary**

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	3.3	\$ 720.00	\$ 2,376.00
Grundy, Susan	SMG	32.1	775.00	24,877.50
Kushnir, Amanda	AKU	21.0	400.00	8,400.00
McGraw, M. P.	MQM	0.3	400.00	120.00
Noseworthy, David	NOS	8.0	170.00	1,360.00
Oliveira, Jennifer	XJO	0.0	0.00	35.00
Park, Karen	KPA	27.0	365.00	9,855.00
Thompson, Nancy	NAB	0.7	240.00	168.00
Thornton, Jessica	JTX	0.0	0.00	35.00
<b>Total</b>		<b>92.4</b>		<b>\$ 47,226.50</b>

**Disbursements**

Courier	\$ 74.81
Duplicating	104.55
Government Fees	16.00
PPSA - Online	16.00
PPSA - Online (Cert. & Uncert.)	30.00
Profile Report - Online	36.00
Staff Overtime	960.72
Telephone/Facsimile	62.07
Transportation	11.32
	<b>\$ 1,311.47</b>

**Total Due for this Matter in Canadian Currency****\$ 48,537.97 CAD**





# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

**INVOICE**  
Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

April 28, 2006

Invoice: 1223013  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000002

Attention: Charles E. Brown

**Re: Supplier Matters**

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended March 31, 2006, as  
follows:

Total Fees	\$ 2,313.50
Total Disbursements	317.68
Total Due in Canadian Currency	<u>\$ 2,631.18 CAD</u>

**This invoice may be paid in U.S. Currency: \$ 2,391.98 USD**

<b>CAD Wiring Instructions:</b> Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1223013	<b>USD Wiring Instructions:</b> Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1223013
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

Page: 2

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
Invoice No.: 1223013**Re: 000002. Supplier Matters**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/01/06	Grundy, Susan	Email from K. Craft regarding committee response (.1); instructing A. Kushnir regarding notice to other parties and reviewing notice (.1).	0.2	775.00	\$ 155.00
03/01/06	Kushnir, Amanda	Email from S. Grundy re notice to 208 (.1); preparing notice (.3); discussion with S. Grundy re same (.1); revising same (.1); email to 208 (.1).	0.7	400.00	280.00
03/02/06	Grundy, Susan	Reviewing and commenting on proposed letter to Butch Carter (.3).	0.3	775.00	232.50
03/06/06	Dube, Jim	Reviewing S. Grundy's e-mails and correspondence from P. Murtagh to B. Carter, and from Skadden firm to S. Goldman (.2).	0.2	720.00	144.00
03/07/06	Grundy, Susan	Responding to email from K. Craft (.1).	0.1	775.00	77.50
03/08/06	Grundy, Susan	Providing draft response for clients to send to Butch Carter (.1).	0.1	775.00	77.50
03/09/06	Grundy, Susan	Email to clients regarding response to Carter (.1).	0.1	775.00	77.50
03/13/06	Grundy, Susan	Email from P. Murtagh regarding 208 status (.1); telephone call from T. Matz regarding PBGC claim issue (.1).	0.2	775.00	155.00
03/15/06	Dube, Jim	Reviewing P. Murtagh draft affidavit regarding correspondence with M. Soloway, and e-mail to D. Denis (.3).	0.3	720.00	216.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

Page: 3

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223013

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/27/06	Grundy, Susan	Telephone call from R. Coles (.1); reporting to clients (.1); discussion with K. Park regarding checking for confidentiality restrictions (.1).	0.3	775.00	232.50
03/27/06	Park, Karen	Discussion with S. Grundy regarding TCE and possible confidentiality issues (.1); review agreements with view to finding confidentiality provisions (.8).	0.9	365.00	328.50
03/28/06	Grundy, Susan	Emails from K. Craft (.1); report regarding confidentiality restrictions (.1).	0.2	775.00	155.00
03/28/06	Park, Karen	Review email from S. Grundy regarding TCE (.1); email to S. Grundy regarding confidentiality provisions in agreements (.4).	0.5	365.00	182.50
<b>Total Fees for this Matter</b>					<b>\$ 2,313.50</b>

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006

Invoice No.: 1223013

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	0.5	\$ 720.00	\$ 360.00
Grundy, Susan	SMG	1.5	775.00	1,162.50
Kushnir, Amanda	AKU	0.7	400.00	280.00
Park, Karen	KPA	1.4	365.00	511.00
<b>Total</b>		<u>4.1</u>		<u>\$ 2,313.50</u>

**Disbursements**

Catering, Meals etc.	\$ 160.10	
Courier	27.05	
Duplicating	9.80	
Provincial Tax on Disbursements	8.55	
Telephone/Facsimile	112.18	
		\$ 317.68

<b>Total Due for this Matter in Canadian Currency</b>	<u>\$ 2,631.18 CAD</u>
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# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

**INVOICE**  
Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

May 29, 2006

Invoice: 1227061  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000002

Attention: Charles E. Brown

**Re: Supplier Matters**

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended April 30, 2006, as follows:

**Total Fees** \$ 155.00

**Total Due in Canadian Currency** \$ 155.00 CAD 

**This invoice may be paid in U.S. Currency: \$ 146.23 USD**

<b><u>CAD Wiring Instructions:</u></b>	<b><u>USD Wiring Instructions:</u></b>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1227061
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1227061	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: May 29, 2006  
Invoice No.: 1227061

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/05/06	Grundy, Susan	Responding to email from K. Craft regarding proposed letter to Butch Carter (.2).	0.2	775.00	\$ 155.00

<b>Total Fees for this Matter</b>	<b>\$ 155.00</b>
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<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.2	\$ 775.00	\$ 155.00
<b>Total</b>		<b>0.2</b>		<b>\$ 155.00</b>

<b>Total Due for this Matter in Canadian Currency</b>	<b>\$ 155.00 CAD</b>
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BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

**INVOICE**

Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

June 16, 2006

Invoice: 1230170  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000002

Attention: Charles E. Brown

**Re: Supplier Matters**

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended May 31, 2006, as follows:

Total Fees \$ 958.00

Total Disbursements 9.45

Total Due in Canadian Currency \$ 967.45 CAD

This invoice may be paid in U.S. Currency: \$ 912.69 USD

CAD Wiring Instructions:

Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court West  
Toronto, Ontario M5L 1A2  
Transit No. 00002  
Swiftcode: CIBCCATT  
Beneficiary: Blake Cassels & Graydon LLP  
Account No. 000021602012  
Reference: Invoice No. 1230170

USD Wiring Instructions:

Bank of America NT & SA  
100 West 33rd Street  
New York, NY 10001  
Swiftcode: BOFAUS3N  
ABA No. 026009593  
For Further Credit to:  
Canadian Imperial Bank of Commerce  
Main Branch, Commerce Court West  
Toronto, Ontario M5L 1A2  
Transit No. 00002  
Final Beneficiary: Blake Cassels & Graydon LLP  
Account No. 000021602012  
Reference: Invoice No. 1230170

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

Invoice Date: June 16, 2006  
 Invoice No.: 1230170

Re: 000002. Supplier Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/08/06	Grundy, Susan	Reviewing terms of proposed extension (.2)	0.2	775.00	\$ 155.00
05/26/06	Park, Karen	Instructions from S. Grundy regarding licensing agreements (.3).	0.3	365.00	109.50
05/29/06	Park, Karen	Review agreements for sub-licensing language (1.7); emails exchanged with S. Grundy regarding same (.2).	1.9	365.00	693.50

**Total Fees for this Matter** \$ 958.00

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.2	\$ 775.00	\$ 155.00
Park, Karen	KPA	2.2	365.00	803.00
<b>Total</b>		<u>2.4</u>		<u>\$ 958.00</u>

Disbursements

Courier	\$ 7.50	
Telephone/Facsimile	1.95	
		\$ 9.45

**Total Due for this Matter in Canadian Currency** \$ 967.45 CAD

# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

EXHIBIT "E"

## INVOICE

Please write invoice  
number(s) on cheque.

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

March 13, 2006

Invoice: 1213978  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000004

Attention: Charles E. Brown

### Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended February 28, 2006, as  
follows:

Total Fees	\$ 14,808.50
Total Disbursements	4.66

Total Due in Canadian Currency \$ 14,813.16 CAD

This invoice may be paid in U.S. Currency: \$ 13,345.19 USD

<b>CAD Wiring Instructions:</b> Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213978	<b>USD Wiring Instructions:</b> Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1213978
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

Page: 2

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213978

Re: 000004. Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/02/06	Dube, Jim	Engaged regarding e-mail from R. Kert regarding B. Carter entry into negotiating contract (.5); considering R. Kert's request (.5); office conference with S. Grundy and A. Kushnir regarding this issue and exchange of e-mails with R. Kert (.7); telephone discussions with J. Spiegelman/S. Goldman regarding their authorization to allow B. Carter into negotiations notwithstanding arbitration proceeding (1.0).	2.7	720.00	\$ 1,944.00
02/02/06	Grundy, Susan	Email regarding Carter comments on proposed agreement (.4).	0.4	775.00	310.00
02/03/06	Dube, Jim	E-mails from R. Kert (.2); considering response, and e-mail to S. Grundy with proposed text (.5); office conference with S. Grundy (.2); e-mail to R. Kert regarding B. Carter's further instructions (.2); e-mail to S. Goldman/J. Spiegelman (.2); e-mail to C. Brown (.2); e-mail from R. Kert to direct discussing with Delphi (.2); telephone discussion with C. Brown (.3); e-mail from C. Brown regarding "cease and desist" correspondence from Carter to Jabil (.2); office conference with S. Grundy (.2); e-mail to R. Kert regarding Delphi's position (.2); further late afternoon e-mail from R. Kert, and	3.5	720.00	2,520.00

# BLAKE, CASSELS & GRAYDON LLP

Page: 3

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006  
Invoice No.: 1213978

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		reporting on same to C. Brown (.4); late afternoon telephone discussion with J. Spiegelman regarding use of P. Murtagh and S. Braithwaite evidence for arbitration proceedings (.3); e-mail from M. Solmon with service of further arbitration materials (.2).			
02/03/06	Grundy, Susan	Discussing advice to clients regarding response to issues with Carter counsel (.2); telephone call from J. Spiegelman and S. Goldman (.3); reviewing arbitration materials (.3); telephone call to C. Brown regarding arbitration issues (.2); telephone call from C. Brown regarding Carter cease and desist notice to Jabil (.1).	1.1	775.00	852.50
02/06/06	Dube, Jim	Engaged during day regarding further e-mails and correspondence with B. Carter's counsel and R. Cousineau's counsel regarding allegations arising from MOA (1.0); office conference with S. Grundy regarding injunction claim against B. Carter, and telephone call and e-mails to S. Braithwaite of BBK regarding B. Carter's position (1.0); telephone discussion with C. Brown (.3); lengthy late afternoon telephone call from S. Braithwaite regarding his conversation today with B. Carter, and drafting e-mail report to C. Brown regarding same (1.0); further lengthy telephone call from S. Braithwaite, and completing report to client as to B. Carter's settlement proposal (1.0); considering S. Grundy's	4.5	720.00	3,240.00

**BLAKE, CASSELS & GRAYDON LLP**

Page: 4

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213978

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		e-mail regarding buy-out of Butch/Dean/Roch to resolve issues (.2).			
02/06/06	Grundy, Susan	Reviewing latest email from R. Kert (.1) ; meeting with J. Dube regarding recommendations to client regarding response (.3); telephone call from S. Braithwaite and followup regarding Carter allegations (.5); second call with J. Dube and S. Braithwaite (.4).	1.3	775.00	1,007.50
02/07/06	Dube, Jim	Engaged regarding e-mails today and brief office conference with S. Grundy regarding B. Carter (.4).	0.4	720.00	288.00
02/08/06	Park, Karen	Receive and review emails from S. Grundy and K. Craft regarding comments from Aird & Berlis on interim agreements (.5); conference call with S. Grundy, C. Brown and K. Craft regarding interim agreements (.5); ongoing discussions with S. Grundy regarding revisions (1.0); review and revise interim agreements (3.4); circulate revised drafts to counsel (.3); receive and review comments received from Air & Berlis and circulate to client (.4).	6.1	365.00	2,226.50
02/13/06	Dube, Jim	Reviewing e-mails from M. Solmon regarding final arbitration notices being served and e-mail to client/M. Solmon regarding same (.4); e-mail from C. Brown regarding B. Carter's "cease and desist" e-mail to DPSS and voicemail recommendation regarding providing same to S.	0.8	720.00	576.00

# BLAKE, CASSELS & GRAYDON LLP

Page: 5

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213978

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Braithwaite of BBK (.4).			
02/13/06	Grundy, Susan	Reviewing latest "cease and desist" claim from Carter (.1).	0.1	775.00	77.50
02/14/06	Dube, Jim	E-mail from C. Brown regarding ASICS indemnity issue, and discussing same with S. Grundy (.3).	0.3	720.00	216.00
02/14/06	Grundy, Susan	Reviewing response from ASIC regarding cease and desist demand (.1).	0.1	775.00	77.50
02/15/06	Dube, Jim	Reviewing further e-mail from M. Solmon with four arbitration submissions (.2).	0.2	720.00	144.00
02/16/06	Dube, Jim	Engaged regarding DeanCo's demand upon Delphi regarding debt shortfall, and e-mail to S. Grundy regarding Credit Committee disclosure and violation of Chapter 11 stay (.5).	0.5	720.00	360.00
02/16/06	Grundy, Susan	Report to C. Brown regarding latest notices of arbitration (.1); telephone call from S. Goldman regarding demand from 208 to Delphi (.1); reporting to clients (.1).	0.3	775.00	232.50
02/20/06	Dube, Jim	E-mails from and to R. Kert, and e-mails with J. Spiegelman (.5).	0.5	720.00	360.00
02/20/06	Dube, Jim	E-mail from "159" regarding demand upon Delphi (.1); office conference with S. Grundy regarding same (.1).	0.2	720.00	144.00
02/20/06	Grundy, Susan	Reviewing demand from 159 regarding Delphi guarantee (.1); reporting to clients (.1).	0.2	775.00	155.00
02/27/06	Grundy, Susan	Reviewing response to 159 demand (.1).	0.1	775.00	77.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.



# BLAKE, CASSELS & GRAYDON LLP

Page: 6

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: March 13, 2006

Invoice No.: 1213978

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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<b>Total Fees for this Matter</b>					<b>\$ 14,808.50</b>
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<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	13.6	\$ 720.00	\$ 9,792.00
Grundy, Susan	SMG	3.6	775.00	2,790.00
Park, Karen	KPA	6.1	365.00	2,226.50
<b>Total</b>		<b>23.3</b>		<b>\$ 14,808.50</b>

## Disbursements

Telephone/Facsimile	\$ 4.66	\$ 4.66
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<b>Total Due for this Matter in Canadian Currency</b>	<b>\$ 14,813.16 CAD</b>
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**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Box 25, Commerce Court West  
 199 Bay Street  
 Toronto, Ontario, Canada  
 M5L 1A9  
 Telephone: 416.863.2400  
 Facsimile: 416.863.2653

**INVOICE**  
 Please write invoice  
 number(s) on cheque.

Page: 1

Delphi Corporation  
 5825 Delphi Drive  
 Mail Code - 480 410 254  
 Troy, MI 48098  
 U.S.A.

April 28, 2006

Invoice: 1223014  
 Billing Lawyer: Grundy, Susan  
 GST No.: R119396778  
 Client: 00070528  
 Matter: 000004

Attention: Charles E. Brown

**Re: Litigation**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended March 31, 2006, as  
 follows:

<b>Total Fees</b>	<b>\$ 5,505.00</b>
<b>Total Disbursements</b>	<b>3.82</b>
<b>Total Due in Canadian Currency</b>	<b>\$ 5,508.82 CAD</b>

**This invoice may be paid in U.S. Currency: \$ 5,008.02 USD**

<b>CAD Wiring Instructions:</b>	<b>USD Wiring Instructions:</b>	
Canadian Imperial Bank of Commerce	Bank of America NT & SA	Transit No. 00002
Main Branch, Commerce Court West	100 West 33rd Street	Final Beneficiary: Blake Cassels & Graydon LLP
Toronto, Ontario M5L 1A2	New York, NY 10001	Account No. 000021602012
Transit No. 00002	Swiftcode: BOFAUS3N	Reference: Invoice No. 1223014
Swiftcode: CIBCCATT	ABA No. 026009593	
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:	
Account No. 000021602012	Canadian Imperial Bank of Commerce	
Reference: Invoice No. 1223014	Main Branch, Commerce Court West	
	Toronto, Ontario M5L 1A2	
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

Page: 2

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006

Invoice No.: 1223014

**Re: 000004. Litigation**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/01/06	Grundy, Susan	Telephone discussions with J. Spiegelman (.2); reporting to clients regarding status of Carter/208 arbitration (.1).	0.3	775.00	\$ 232.50
03/09/06	Dube, Jim	E-mails with S. Grundy regarding Carter enquiry response on Credits Committee approval, and discussion with J. Spiegelman regarding status of arbitration proceedings and R. Cousineau response to Carter (.5).	0.5	720.00	360.00
03/10/06	Dube, Jim	E-mail to J. Spiegelman regarding arbitration proceedings (.1).	0.1	720.00	72.00
03/13/06	Dube, Jim	Reading Roch Cousineau Reply Submissions on four arbitration issues (1.5); lengthy e-mail report on same to client representatives (.4); engaged reading Roch Cousineau Statement of Facts (.9); e-mail to S. Grundy regarding same (.4); e-mail report/recommendation to client representatives (.8); afternoon telephone discussion with P. Murtagh (.7).	4.7	720.00	3,384.00
03/13/06	Grundy, Susan	Reviewing email regarding arbitration allegations by 208 (.1); reviewing comments on description of Delphi's actions (.2).	0.3	775.00	232.50
03/14/06	Dube, Jim	Telephone discussion with Mr. Brown and telephone discussion with Mr. Denis at Fogler Rubinoff (.4).	0.4	720.00	288.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

Pg 45 of 76

Page: 3

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223014

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/16/06	Dube, Jim	Engaged regarding e-mails between R. Kert and client (.2).	0.2	720.00	144.00
03/17/06	Dube, Jim	Engaged regarding e-mails with client and with R. Kert regarding Creditors' Committee documentation (.6).	0.6	720.00	432.00
03/21/06	Dube, Jim	E-mail to J. Spiegelman (.2).	0.2	720.00	144.00
03/27/06	Dube, Jim	Telephone discussion with J. Spiegelman and e-mail report to C. Brown (.3).	0.3	720.00	216.00
<b>Total Fees for this Matter</b>					<b>\$ 5,505.00</b>

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	7.0	\$ 720.00	\$ 5,040.00
Grundy, Susan	SMG	0.6	775.00	465.00
<b>Total</b>		<b>7.6</b>		<b>\$ 5,505.00</b>

**Disbursements**

Telephone/Facsimile	\$ 3.82	\$ 3.82
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**Total Due for this Matter in Canadian Currency** **\$ 5,508.82 CAD**



**BLAKE, CASSELS & GRAYDON LLP**

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Box 25, Commerce Court West  
 199 Bay Street  
 Toronto, Ontario, Canada  
 M5L 1A9  
 Telephone: 416.863.2400  
 Facsimile: 416.863.2653

**INVOICE**

Please write invoice  
 number(s) on cheque.

Page: 1

Delphi Corporation  
 5825 Delphi Drive  
 Mail Code - 480 410 254  
 Troy, MI 48098  
 U.S.A.

May 29, 2006

Invoice: 1227062  
 Billing Lawyer: Grundy, Susan  
 GST No.: R119396778  
 Client: 00070528  
 Matter: 000004

Attention: Charles E. Brown

**Re: Litigation**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended April 30, 2006, as follows:

**Total Fees**

\$ 1,667.00

**Total Due in Canadian Currency**

\$ 1,667.00 CAD

**This invoice may be paid in U.S. Currency: \$ 1,572.64 USD****CAD Wiring Instructions:**

Canadian Imperial Bank of Commerce  
 Main Branch, Commerce Court West  
 Toronto, Ontario M5L 1A2  
 Transit No. 00002  
 Swiftcode: CIBCCATT  
 Beneficiary: Blake Cassels & Graydon LLP  
 Account No. 000021602012  
 Reference: Invoice No. 1227062

**USD Wiring Instructions:**

Bank of America NT & SA  
 100 West 33rd Street  
 New York, NY 10001  
 Swiftcode: BOFAUS3N  
 ABA No. 026009593  
 For Further Credit to:  
 Canadian Imperial Bank of Commerce  
 Main Branch, Commerce Court West  
 Toronto, Ontario M5L 1A2

Transit No. 00002  
 Final Beneficiary: Blake Cassels & Graydon LLP  
 Account No. 000021602012  
 Reference: Invoice No. 1227062

If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

Page: 2

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: May 29, 2006

Invoice No.: 1227062

**Re: 000004. Litigation**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/18/06	Dube, Jim	Telephone discussion with J. Spiegelman regarding arbitration update, and e-mails to S. Grundy, to C. Brown and K. Craft (.3).	0.3	720.00	\$ 216.00
04/25/06	Dube, Jim	Telephone call from J. Spiegelman regarding request for extension, and e-mail report to client regarding same (.6); brief office conference with S. Grundy (.2).	0.8	720.00	576.00
04/26/06	Dube, Jim	E-mails from S. Braithwaite and from C. Brown (.2).	0.2	720.00	144.00
04/27/06	Dube, Jim	Telephone discussion with C. Brown regarding arbitration issues, extension request and Jaibil (.5); office conference with S. Grundy regarding assurance on non-interference and arbitration (.3).	0.8	720.00	576.00
04/27/06	Grundy, Susan	Meeting with J. Dube regarding proposed extension to interim agreement and request for Braithwaite testimony (.2).	0.2	775.00	155.00

**Total Fees for this Matter****\$ 1,667.00**



**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: May 29, 2006

Invoice No.: 1227062

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	2.1	\$ 720.00	\$ 1,512.00
Grundy, Susan	SMG	0.2	775.00	155.00
<b>Total</b>		<u>2.3</u>		<u>\$ 1,667.00</u>

**Total Due for this Matter in Canadian Currency**\$ 1,667.00 CAD



BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

## INVOICE

Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

June 16, 2006

Invoice: 1230172  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000004

Attention: Charles E. Brown

### Re: Litigation

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended May 31, 2006, as follows:

Total Fees	\$ 9,608.00
Total Disbursements	7.97
Total Due in Canadian Currency	\$ 9,615.97 CAD

This invoice may be paid in U.S. Currency: **\$ 9,071.67 USD**

<b>CAD Wiring Instructions:</b> Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1230172	<b>USD Wiring Instructions:</b> Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1230172
If you wish further instructions please contact Pat Carrano at 416.863.4346.		

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230172

**Re: 000004. Litigation**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/01/06	Dube, Jim	Telephone discussion with J. Spiegelman regarding Cousineau extension request (.3); e-mail report to C. Brown regarding same, and e-mail from C. Brown (.3); brief office conference with S. Grundy (.2)	0.8	720.00	\$ 576.00
05/01/06	Grundy, Susan	Email to J. Dube regarding Spiegelman comments (.1).	0.1	775.00	77.50
05/08/06	Dube, Jim	E-mails from and to C. Brown, and telephone message to J. Spiegelman (.5).	0.5	720.00	360.00
05/09/06	Dube, Jim	Messages from C. Brown (.2); e-mail to J. Spiegelman (.1); lengthy telephone discussion with J. Spiegelman (.9); telephone report to C. Brown and e-mail report to client (.5); considering Delphi's position regarding witness assistance request by parties to arbitration (.5).	2.2	720.00	1,584.00
05/10/06	Dube, Jim	E-mail from and telephone discussion with M. Solmon regarding P. Murtagh providing affidavit for arbitration case (.5); telephone discussion with J. Spiegelman regarding same (.4); message to S. Goldman (.1); telephone discussion with and e-mail report to C. Brown (.7).	1.4	720.00	1,008.00
05/12/06	Dube, Jim	Telephone message from S. Goldman (.1).	0.1	720.00	72.00
05/15/06	Dube, Jim	Voice message from S. Goldman regarding S. Braithwaite affidavit and return call/voice message to S. Goldman regarding same (.1).	0.1	720.00	72.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230172

05/16/06	Dube, Jim	Receiving instructions from C. Brown by e-mail, subsequent voice message to J. Spiegelman, and e-mail to J. Spiegelman/S. Goldman (.7).	0.7	720.00	504.00
05/17/06	Dube, Jim	Telephone message from and to J. Spiegelman (.1); e-mail from J. Spiegelman and to client representatives (.1); telephone message to S. Goldman (.1).	0.3	720.00	216.00
05/18/06	Dube, Jim	Telephone call from J. Spiegelman regarding arbitration, and telephone call to C. Brown to report on same (.6).	0.6	720.00	432.00
05/19/06	Dube, Jim	E-mail from C. Brown regarding Gammon/ASIC licence issue (.1); telephone call from C. Brown (.4); engaged on e-mails regarding Delphi's position in response to Carter copyright demand (.5).	1.0	720.00	720.00
05/24/06	Dube, Jim	E-mail from and to C. Brown regarding arbitration status, and voice message to J. Spiegelman (.2).	0.2	720.00	144.00
05/25/06	Grundy, Susan	Reviewing email from C. Brown (.2); telephone call from B. Carter (.4); reporting to C. Brown (.4); email report to clients (.2).	1.2	775.00	930.00
05/26/06	Dube, Jim	Telephone message from B. Carter's assistant (.1); office conference with S. Grundy regarding B. Carter's inquiry (.5); e-mail from C. Brown with correspondence to B. Carter's Florida counsel (.1); reviewing e-mail from B. Carter to S. Grundy (.3).	1.0	720.00	720.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230172

05/26/06	Grundy, Susan	Discussion with J. Dube and then discussion with K. Park regarding license terms (.1).	0.1	775.00	77.50
05/29/06	Dube, Jim	Engaged on this matter, including office conference with S. Grundy, reviewing and revising text of letter to M. Solomon, e-mails with J. Spiegelman and with client representatives, and voice message to J. Spiegelman (1.0).	1.0	720.00	720.00
05/29/06	Grundy, Susan	Discussion with K. Park regarding terms of license from Carter Group to Delphi (.3); drafting letter to M. Solmon (.8) .	1.1	775.00	852.50
05/30/06	Grundy, Susan	Revising letter to M. Solmon (.7).	0.7	775.00	542.50

**Total Fees for this Matter** \$ 9,608.00

**Matter Timekeeper Summary**

	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dube, Jim	JPD	9.9	\$ 720.00	\$ 7,128.00
Grundy, Susan	SMG	3.2	775.00	2,480.00
<b>Total</b>		<u>13.1</u>		<u>\$ 9,608.00</u>

**Disbursements**

Telephone/Facsimile \$ 7.97  
 \$ 7.97

**Total Due for this Matter in Canadian Currency** \$ 9,615.97 CAD

**BLAKE, CASSELS & GRAYDON LLP**

Pg 55 of 76

**EXHIBIT "F"**

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Box 25, Commerce Court West  
 199 Bay Street  
 Toronto, Ontario, Canada  
 M5L 1A9  
 Telephone: 416.863.2400  
 Facsimile: 416.863.2653

**INVOICE**  
 Please write invoice  
 number(s) on cheque.

Page: 1

Delphi Corporation  
 5825 Delphi Drive  
 Mail Code - 480 410 254  
 Troy, MI 48098  
 U.S.A.

April 28, 2006

Invoice: 1223015  
 Billing Lawyer: Grundy, Susan  
 GST No.: R119396778  
 Client: 00070528  
 Matter: 000003

Attention: Charles E. Brown

**Re: Fee Applications**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended February 28, 2006, as  
 follows:

<b>Total Fees</b>	<b>\$ 12,814.00</b>
<b>Total Disbursements</b>	<b>17.48</b>
<b>Total Due in Canadian Currency</b>	<b>\$ 12,831.48 CAD</b>

**This invoice may be paid in U.S. Currency: \$ 11,664.98 USD**

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1223015	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

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Page: 2

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
Invoice No.: 1223015**Re: 000003. Fee Applications**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/01/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list provided by US counsel (1.3).	1.3	240.00	\$ 312.00
02/02/06	Kushnir, Amanda	Various discussions with N. Thompson and S. Grundy re conflict search results(.5); email correspondence with and call to H. Zaltsman re same (.5).	1.0	400.00	400.00
02/02/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list provided by US counsel (1.2); discussion with A. Kushnir (.5); arranging for additional searches (.5).	2.2	240.00	528.00
02/03/06	Kushnir, Amanda	Various email correspondence with timekeepers regarding US Trustee docketing requirements (.4); email correspondence with H. Zaltsman regarding retention application (.4).	0.8	400.00	320.00
02/06/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list provided by US counsel (.4).	0.4	240.00	96.00
02/07/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list provided by US counsel (1.9).	1.9	240.00	456.00
02/08/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US counsel (1.9).	1.9	240.00	456.00
02/09/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US	1.4	240.00	336.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.



# BLAKE, CASSELS & GRAYDON LLP

Page: 3

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223015

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		counsel (1.4).			
02/13/06	Grundy, Susan	Meeting with A. Kushnir (.3).	0.3	775.00	232.50
02/13/06	Kushnir, Amanda	Email correspondence with H. Zaltsman re fee applications (.4); various discussions with S. Grundy and N. Thompson re fee applications (1.5); various email with accounting department re preparation of fee application (.5).	2.4	400.00	960.00
02/13/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US counsel (2.2); discussion with A. Kushnir regarding the two different lists provided to us (.5).	2.7	240.00	648.00
02/14/06	Kushnir, Amanda	Discussion with N. Thompson re fee application (.3); call to A. Zsoldow of Skaddens re same (.6); various email correspondence with N. Thompson and accounting department re retention application (.5).	1.4	400.00	560.00
02/14/06	Thompson, Nancy	Reviewing results of conflicts searches and comparing to list of names provided by US counsel (.6); discussion with accounting regarding outstanding names to be searched (.2); discussion with A. Kushnir regarding status of retention application (.5); conference call with A. Kushnir and A. Zsoldos of Skaddens regarding differences between the two lists of names (.5).	1.8	240.00	432.00
02/15/06	Thompson, Nancy	Reviewing conflicts searches and comparing to list of names provided by US counsel (1.7); reviewing Skaddens'	3.8	240.00	912.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

## BLAKE, CASSELS &amp; GRAYDON LLP

Page: 4

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223015

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		precedent retention application materials (.5); drafting affidavit of S. Grundy (1.6).			
02/16/06	Thompson, Nancy	Reviewing results of conflict searches and comparing to list of names provided by US counsel (1.8); various discussions regarding outstanding searches (.7); drafting affidavit in support of retention application (2.1); drafting retention application (1.2); note to A. Kushnir (.2).	6.0	240.00	1,440.00
02/17/06	Kushnir, Amanda	Discussion with N. Thompson re retention application (.2).	0.2	400.00	80.00
02/17/06	Thompson, Nancy	Reviewing and revising retention application (.5); drafting interim order, notice of application and final order (.5); e-mail message to A. Kushnir (.5).	1.5	240.00	360.00
02/20/06	Kushnir, Amanda	Reviewing and providing comments on fee application prepared by N. Thompson (1.0); discussion with N. Thompson re same (.4).	1.4	400.00	560.00
02/20/06	Thompson, Nancy	Reviewing additional conflicts searches and comparing to list of names provided by US counsel (2.5); discussion with A. Kushnir regarding draft retention application materials (.5).	3.0	240.00	720.00
02/21/06	Thompson, Nancy	Reviewing additional conflicts searches and comparing names to list provided by US counsel (.7); reviewing draft retention application materials and comments of A. Kushnir (.5); revising draft application materials (1.3).	2.5	240.00	600.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

Page: 5

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223015

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/22/06	Thompson, Nancy	Reviewing additional conflicts searches and comparing to list of names provided by US counsel (2.0); reviewing and revising draft declaration of S. Grundy (.8).	2.8	240.00	672.00
02/23/06	Thompson, Nancy	Reviewing and revising draft declaration of S. Grundy (2.9).	2.9	240.00	696.00
02/27/06	Grundy, Susan	Discussion with A. Kushnir regarding retention application (.1).	0.1	775.00	77.50
02/27/06	Thompson, Nancy	Reviewing and revising draft declaration of S. Grundy (.9).	0.9	240.00	216.00
02/28/06	Kushnir, Amanda	Meeting with N. Thompson to discuss retention application (.9).	0.9	400.00	360.00
02/28/06	Thompson, Nancy	Reviewing and revising draft declaration (.7); meeting with A. Kushnir to discuss draft retention application materials (.9).	1.6	240.00	384.00
<b>Total Fees for this Matter</b>					<b>\$ 12,814.00</b>

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1223015

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.4	\$ 775.00	\$ 310.00
Kushnir, Amanda	AKU	8.1	400.00	3,240.00
Thompson, Nancy	NAB	38.6	240.00	9,264.00
<b>Total</b>		<u>47.1</u>		<u>\$ 12,814.00</u>

**Disbursements**

Duplicating	\$ 9.25	
Telephone/Facsimile	8.23	
		\$ 17.48

**Total Due for this Matter in Canadian Currency** \$ 12,831.48 CAD



**BLAKE, CASSELS & GRAYDON LLP**

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Box 25, Commerce Court West  
 199 Bay Street  
 Toronto, Ontario, Canada  
 M5L 1A9  
 Telephone: 416.863.2400  
 Facsimile: 416.863.2653

**INVOICE**  
 Please write invoice  
 number(s) on cheque.

Page: 1

Delphi Corporation  
 5825 Delphi Drive  
 Mail Code - 480 410 254  
 Troy, MI 48098  
 U.S.A.

April 28, 2006

Invoice: 1224024  
 Billing Lawyer: Grundy, Susan  
 GST No.: R119396778  
 Client: 00070528  
 Matter: 000003

Attention: Charles E. Brown

**Re: Fee Applications**

FOR PROFESSIONAL SERVICES RENDERED  
 during the period ended March 31, 2006, as  
 follows:

<b>Total Fees</b>	<b>\$ 7,810.50</b>
<b>Total Disbursements</b>	<b>53.01</b>
<b>Total Due in Canadian Currency</b>	<b>\$ 7,863.51 CAD</b>

**This invoice may be paid in U.S. Currency: \$ 7,863.51 USD**

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1224024	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Page: 2

Invoice Date: April 28, 2006

Invoice No.: 1224024

**Re: 000003. Fee Applications**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/01/06	Thompson, Nancy	Reviewing and revising retention application materials (2.2); e-mail message to A. Kushnir forwarding draft materials for review (.2); e-mail message summarizing the steps taken in conducting the conflict searches (.3).	2.7	240.00	\$ 648.00
03/02/06	Grundy, Susan	Reviewing retention application (.2).	0.2	775.00	155.00
03/02/06	Kushnir, Amanda	Reviewing revised fee application (.8); discussion with N. Thompson re same (.5); discussion with S. Grundy re retention application (.2); discussion with N. Thompson re same (.4).	1.9	400.00	760.00
03/02/06	Thompson, Nancy	Meeting with A. Kushnir (.4); reviewing and revising retention application materials (1.4); note to A. Kushnir (.6).	2.4	240.00	576.00
03/03/06	Grundy, Susan	Reviewing draft materials (.1).	0.1	775.00	77.50
03/03/06	Kushnir, Amanda	Discussion with S. Grundy (.1); email correspondence with H. Zaltsman (.1).	0.2	400.00	80.00
03/06/06	Kushnir, Amanda	Discussion with N. Thompson (.2); preparing fee application (.2).	0.4	400.00	160.00
03/06/06	Thompson, Nancy	Discussion with A. Kushnir (.2); reviewing precedent fee applications (.8).	1.0	240.00	240.00
03/07/06	Kushnir, Amanda	Preparing fee application (.6).	0.6	400.00	240.00
03/07/06	Thompson, Nancy	Reviewing draft declaration	3.8	240.00	912.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

Page: 3

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006

Invoice No.: 1224024

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		and comments of S. Grundy (.8); reviewing conflicts searches for entities questioned by S. Grundy and obtaining additional information (3.0).			
03/08/06	Grundy, Susan	Reviewing memo to firm (.1).	0.1	775.00	77.50
03/08/06	Kushnir, Amanda	Discussion with N. Thompson regarding email to lawyers regarding Blakes lawyers acting as investment bankers for Delphi (.2).	0.2	400.00	80.00
03/08/06	Thompson, Nancy	Discussion with A. Kushnir re email to Blakes lawyers re conflicts (.2); reviewing conflicts searches for entities questioned by S. Grundy and obtaining additional information (2.8); reviewing and revising draft declaration (.2).	3.2	240.00	768.00
03/09/06	Grundy, Susan	Reviewing draft declaration (.1); meeting with N. Thompson (.2).	0.3	775.00	232.50
03/09/06	Thompson, Nancy	Reviewing and revising draft declaration of S. Grundy (1.9); meeting with S. Grundy (.7); reviewing clients with similar names to officers and directors of Delphi and determining where clients have local addresses (1.5); revising draft declaration to remove various names (.6).	4.7	240.00	1,128.00
03/10/06	Grundy, Susan	Reviewing declaration (.3); telephone call to K. Craft (.2).	0.5	775.00	387.50
03/13/06	Grundy, Susan	Revising declaration (.3).	0.3	775.00	232.50
03/13/06	Thompson, Nancy	Discussion with S. Grundy (.2); revising declaration (1.2).	1.4	240.00	336.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.



**BLAKE, CASSELS & GRAYDON LLP**

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BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: April 28, 2006  
 Invoice No.: 1224024

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/14/06	Thompson, Nancy	Reviewing and revising declaration of S. Grundy (.3); e-mail message to S. Grundy (.1); reviewing e-mail message from S. Grundy to K. Craft (.2); reviewing and revising application, interim order, notice of application and final order (1.0); e-mail message to S. Grundy (.1).	1.7	240.00	408.00
03/15/06	Thompson, Nancy	Reviewing list of names searched and arranging for follow-up conflicts searches(.3); discussion with accounting regarding same (.3).	0.6	240.00	144.00
03/27/06	Thompson, Nancy	Reviewing results of additional conflicts searches (.3); noting missing searches (.2); e-mail message to search clerk regarding missing searches (.2).	0.7	240.00	168.00
<b>Total Fees for this Matter</b>					<b>\$ 7,810.50</b>

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	1.5	\$ 775.00	\$ 1,162.50
Kushnir, Amanda	AKU	3.3	400.00	1,320.00
Thompson, Nancy	NAB	22.2	240.00	5,328.00
<b>Total</b>		<b>27.0</b>		<b>\$ 7,810.50</b>

**Disbursements**

Duplicating	\$ 52.75	
Telephone/Facsimile	0.26	
		<b>\$ 53.01</b>

**Total Due for this Matter in Canadian Currency** **\$ 7,863.51 CAD**

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.



# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

## INVOICE

Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

May 31, 2006

Invoice: 1227334  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000003

Attention: Charles E. Brown

### Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended April 30, 2006, as follows:

Total Fees	\$ 2,874.00
Total Disbursements	28.53

Total Due in Canadian Currency \$ 2,902.53 CAD 

**This invoice may be paid in U.S. Currency: \$ 2,738.24 USD**

<u>CAD Wiring Instructions:</u>	<u>USD Wiring Instructions:</u>
Canadian Imperial Bank of Commerce	Bank of America NT & SA
Main Branch, Commerce Court West	100 West 33rd Street
Toronto, Ontario M5L 1A2	New York, NY 10001
Transit No. 00002	Swiftcode: BOFAUS3N
Swiftcode: CIBCCATT	ABA No. 026009593
Beneficiary: Blake Cassels & Graydon LLP	For Further Credit to:
Account No. 000021602012	Canadian Imperial Bank of Commerce
Reference: Invoice No. 1227334	Main Branch, Commerce Court West
	Toronto, Ontario M5L 1A2
If you wish further instructions please contact Pat Carrano at 416.863.4346.	

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

# BLAKE, CASSELS & GRAYDON LLP

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Page: 2

Invoice Date: May 31, 2006  
Invoice No.: 1227334

## Re: 000003. Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/04/06	Grundy, Susan	Discussion with N. Thompson (.1).	0.1	775.00	\$ 77.50
04/06/06	Thompson, Nancy	Reviewing e-mail messages from K. Craft and C. Brown of Delphi (.2); reviewing results of additional conflicts searches (.7); reviewing and revising declaration (.9); reviewing and revising retention application materials (.6); memorandum to S. Grundy (.4); discussion with S. Grundy (.1).	2.9	240.00	696.00
04/13/06	Grundy, Susan	Reviewing retention materials (.3).	0.3	775.00	232.50
04/13/06	Thompson, Nancy	Reviewing e-mail message from H. Zaltzman (.1); e-mail messages to and from S. Grundy (.2); e-mail message to H. Zaltzman regarding status of retention application (.1); discussion with S. Grundy (.2); reviewing and revising retention application materials (.5); e-mail message to H. Zaltzman forwarding draft retention application materials (.5).	1.6	240.00	384.00
04/18/06	Grundy, Susan	Followup regarding inquiries from Skaddens on retention arrangements (.3).	0.3	775.00	232.50
04/18/06	Thompson, Nancy	Reviewing e-mail message from H. Zaltzman and forwarding same to S. Grundy (.1); reviewing e-mail message from S. Grundy and copies of various e-mail messages regarding our retention (.1);	0.4	240.00	96.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

**BLAKE, CASSELS & GRAYDON LLP**

Page: 3

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: May 31, 2006

Invoice No.: 1227334

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		telephone call from H. Zaltzman (.1); e-mail message to H. Zaltzman (.1).			
04/19/06	Grundy, Susan	Reviewing amended retention materials (.3).	0.3	775.00	232.50
04/19/06	Thompson, Nancy	Reviewing declaration and application as revised by H. Zaltzman (.5); arranging for blacklined copies and forwarding same to S. Grundy (.3); telephone call to H. Zaltzman (.2); reviewing and revising declaration (.7); e-mail message to S. Grundy providing comments and draft, revised declaration for comment (.2).	1.9	240.00	456.00
04/20/06	Grundy, Susan	Reviewing materials and providing comments to N. Thompson (.2).	0.2	775.00	155.00
04/20/06	Thompson, Nancy	Reviewing draft declaration and comments from S. Grundy (.2); revising declaration (.7); e-mail message to H. Zaltzman forwarding same for review (.1); e-mail messages to and from H. Zaltzman (.1); finalizing declaration and arranging for execution (.1); forwarding executed copy to H. Zaltzman (.1).	1.3	240.00	312.00
<b>Total Fees for this Matter</b>					<b>\$ 2,874.00</b>

**BLAKE, CASSELS & GRAYDON LLP**

Page: 4

BARRISTERS &amp; SOLICITORS | PATENT &amp; TRADE-MARK AGENTS

Invoice Date: May 31, 2006

Invoice No.: 1227334

<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	1.2	\$ 775.00	\$ 930.00
Thompson, Nancy	NAB	8.1	240.00	1,944.00
<b>Total</b>		<u>9.3</u>		<u>\$ 2,874.00</u>

**Disbursements**

Duplicating	\$ 26.00	
Telephone/Facsimile	2.53	
		\$ 28.53

**Total Due for this Matter in Canadian Currency**\$ 2,902.53 CAD



BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Box 25, Commerce Court West  
199 Bay Street  
Toronto, Ontario, Canada  
M5L 1A9  
Telephone: 416.863.2400  
Facsimile: 416.863.2653

**INVOICE**  
Please write invoice  
number(s) on cheque.

Page: 1

Delphi Corporation  
5825 Delphi Drive  
Mail Code - 480 410 254  
Troy, MI 48098  
U.S.A.

June 16, 2006

Invoice: 1230171  
Billing Lawyer: Grundy, Susan  
GST No.: R119396778  
Client: 00070528  
Matter: 000003

Attention: Charles E. Brown

**Re: Fee Applications**

FOR PROFESSIONAL SERVICES RENDERED  
during the period ended May 31, 2006, as follows:

Total Fees	\$ 8,737.50
Total Disbursements	1,121.12
Total Due in Canadian Currency	<u>\$ 9,858.62 CAD</u>

**This invoice may be paid in U.S. Currency: \$ 9,300.58 USD**

<b>CAD Wiring Instructions:</b> Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2 Transit No. 00002 Swiftcode: CIBCCATT Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1230171	<b>USD Wiring Instructions:</b> Bank of America NT & SA 100 West 33rd Street New York, NY 10001 Swiftcode: BOFAUS3N ABA No. 026009593 For Further Credit to: Canadian Imperial Bank of Commerce Main Branch, Commerce Court West Toronto, Ontario M5L 1A2	Transit No. 00002 Final Beneficiary: Blake Cassels & Graydon LLP Account No. 000021602012 Reference: Invoice No. 1230171
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If you wish further instructions please contact Pat Carrano at 416.863.4346.

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.



**Re: 000003. Fee Applications**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/10/06	Thompson, Nancy	Reviewing file (.3); reviewing Delphi website (.2); e-mail message to H. Zaltzman regarding status of retention order (.1); reviewing e-mail message from H. Zaltzman (.1); forwarding same to S. Grundy (.1).	0.8	240.00	\$ 192.00
05/16/06	Thompson, Nancy	Reviewing terms of Compensation Order for preparation of fee application (.6).	0.6	240.00	144.00
05/18/06	Thompson, Nancy	Reviewing Interim Compensation Order (.5); drafting first interim fee application (4.6).	5.1	240.00	1,224.00
05/19/06	Thompson, Nancy	Reviewing and revising draft first interim fee application (.4); e-mail message to S. Grundy (.1).	0.5	240.00	120.00
05/23/06	Thompson, Nancy	Reviewing e-mail message from L. Diaz (.3); reviewing and revising draft first interim fee application (.5); drafting notice (.5); reviewing comments from L. Diaz regarding monthly fee statements and considering form of notice to Notice Parties (.3).	1.6	240.00	384.00
05/24/06	Grundy, Susan	Meeting with N. Thompson (.2).	0.2	775.00	155.00
05/24/06	Thompson, Nancy	Reviewing e-mail message from L. Diaz (.2); telephone call to L. Diaz (.3); note to file (.1); obtaining and reviewing	3.6	240.00	864.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230171

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		precedent fee applications (.7); reviewing and revising draft fee application (.5); reviewing and revising draft notice (.5); drafting covering letter to the Notice Parties forwarding monthly fee statement (.3); drafting summary of fee statement (.8); meeting with S. Grundy (.2).			
05/25/06	Grundy, Susan	Reviewing materials (.1); discussion with N. Thompson (.1)	0.2	775.00	155.00
05/25/06	Thompson, Nancy	E-mail messages to and from L. Diaz (.3); reviewing and revising summary of monthly fee statement and covering letter to notice parties forwarding same (.7); note to S. Grundy and discussion with S. Grundy regarding monthly fee statements (.4); obtaining and reviewing fee application guidelines (.5); reviewing precedent fee applications and revising our first interim fee application (2.0); reviewing and revising notice (.5).	4.4	240.00	1,056.00
05/29/06	Thompson, Nancy	Finalizing cover letter and summary of monthly fee statement for January (.2); preparing cover letters and summaries of monthly fee statements for February and March (.8); reviewing Guidelines and preparing required certification to be attached as an exhibit to the fee application (1.5); preparing additional exhibits as required by the Guidelines (.5); reviewing and revising fee application and notice (2.0).	5.0	240.00	1,200.00
05/30/06	Grundy, Susan	Reviewing fee application (.2);	0.3	775.00	232.50

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230171

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		discussion with N. Thompson (.1).			
05/30/06	Thompson, Nancy	Reviewing and revising fee application including attached exhibits and notice (1.0); note to S. Grundy forwarding same for review (.2); drafting cover letter and summary of monthly fee statement for April (.2); e-mail messages and telephone calls to and from L. Diaz and H. Zaltzman regarding procedure for filing fee application (.8); researching same, including telephone call to the Bankruptcy Court (1.0); finalizing fee application, exhibits and notice and forwarding to S. Grundy to be signed (.5); letter to the Notice Parties serving the fee application, assembling same and arranging for delivery (1.0); reviewing extensive distribution lists for service of the notice on all interested parties (2.4); e-mail message to the service lists forwarding the notice of filing (.5); preparing certificate of service (.5); arranging for fee application to be copied to a disc (.2); letter to the Bankruptcy Court forwarding the fee application, disc, notice of filing and certificate of service for filing, along with a courtesy copy of the fee application to be forwarded to the judge (1.0).	9.3	240.00	2,232.00
05/31/06	Grundy, Susan	Discussion with J. Dube (.1); email to clients regarding June budget (.1).	0.2	775.00	155.00
05/31/06	Thompson, Nancy	Finalizing cover letter and monthly fee statement for April	2.6	240.00	624.00

Terms: Due upon receipt. Interest at the rate of 6.0% per annum will be charged on all amounts not paid within one month of delivery of this invoice.

BARRISTERS & SOLICITORS | PATENT & TRADE-MARK AGENTS

Invoice Date: June 16, 2006  
 Invoice No.: 1230171

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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and arranging for same to be served (.4); e-mail message to K. Craft forwarding copy of April fee statement (.1); reviewing e-mail message from S. Grundy regarding June budget (.1); reviewing Fee Protocol (.2); e-mail message to S. Grundy regarding same (.2); reviewing undeliverable notices, etc., for Notice of Filing sent to service list by e-mail (.8); revising e-mail addresses and resending Notice (.8).

Total Fees for this Matter	\$ 8,737.50
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<u>Matter Timekeeper Summary</u>	<u>ID</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grundy, Susan	SMG	0.9	\$ 775.00	\$ 697.50
Thompson, Nancy	NAB	33.5	240.00	8,040.00
<b>Total</b>		<b>34.4</b>		<b>\$ 8,737.50</b>

**Disbursements**

Courier	\$ 863.16
Duplicating	252.40
Telephone/Facsimile	5.56
	<b>\$ 1,121.12</b>

Total Due for this Matter in Canadian Currency	<b>\$ 9,858.62 CAD</b>
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